

PACHULSKI STANG ZIEHL YOUNG JONES
& WEINTRAUB LLP
780 Third Avenue, 36th Floor
New York, NY 10017-2024
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Maxim B. Litvak (CA Bar No. 215852)
Ilan D. Scharf (SDNY IS3469)

Counsel for Creditor Ultratech, Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,
Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

Re: Docket Nos. 5451, 5452

**DECLARATION OF BRUCE WRIGHT IN SUPPORT OF THE
OPPOSITION OF ULTRATECH, INC. TO (I) DEBTORS'
SECOND OMNIBUS OBJECTION TO CLAIMS (PROCEDURAL), AND
(II) DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

I, BRUCE WRIGHT, make this Declaration pursuant to section 1746 of title 28 of the United States Code and hereby state:

1. I am the Chief Financial Officer of Ultratech, Inc. ("Ultratech"), a creditor in the above-captioned cases. In my capacity as Chief Financial Officer of Ultratech, I am familiar with Ultratech's books and records and financial affairs, particularly with reference to Ultratech's relationship with the above-captioned debtors and debtors in possession (collectively, the "Debtors"). I have personal knowledge of the facts set forth in this Declaration and could and would testify competently to them under oath if called as a witness.

2. I submit this Declaration in support of Ultratech's separate oppositions to:

(a) *Debtors' Second Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims* (the "Second Omnibus Objection"), and

(b) *Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors' Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. § 502(c)* (the "Third Omnibus Objection").

The Second Omnibus Objection

3. It is my understanding that, pursuant to the Second Omnibus Objection, the Debtors seek an order disallowing and expunging (a) Claim No. 12217, filed by Ultratech against Delphi Corporation, and (b) Claim No. 12209, filed by Ultratech against Delphi Electronics (Holdings) LLC ("Delphi Electronics"). Both claims are substantially similar and filed in the amount of no less than \$482,289.98, but they are not duplicate claims because Delphi Corporation and Delphi Electronics are jointly and severally liable to Ultratech, as set forth in additional detail below.

4. The Debtors are indebted to Ultratech for various goods shipped and services provided. Delphi Automotive, LLC ("Delphi Automotive") has scheduled Ultratech as a creditor with an undisputed, non-contingent and liquidated (general unsecured) claim in the

amount of \$406,427.64 (the "Scheduled Amount"). It is my understanding that Delphi Corporation and Delphi Electronics have not scheduled Ultratech as a creditor.

5. Because Ultratech believes that the Scheduled Amount is understated, it filed a proof of claim against Delphi Automotive in the amount of at least \$482,289.98. On subsequent review, Ultratech has determined that the sum of \$492,747.64 was actually due and owing by Delphi Automotive as of the commencement of these bankruptcy cases.

6. Given the complex intercompany relationships which appear to exist amongst the Debtors and the fact that Ultratech could not determine with certainty which of the Debtors are obligated to Ultratech, Ultratech also filed substantially similar claims against Delphi Corporation and Delphi Electronics (and further reserved the right to file claims against additional Debtor entities). Ultratech's claims are now asserted in the amount of \$492,747.64.

7. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8. It is my understanding that the Debtors now seek to disallow and expunge Ultratech's claims against Delphi Corporation and Delphi Electronics on the basis that such claims are duplicative of Ultratech's claims against Delphi Automotive.

9. Ultratech opposes the disallowance of its claims against Delphi Corporation and Delphi Electronics because these are not duplicate claims -- rather, they are separate and direct claims asserted by Ultratech against these Debtors jointly and severally.

10. Based on the proofs of claim filed by Ultratech and the invoices submitted in support therof, Ultratech submits that Delphi Corporation and Delphi Electronics each owe Ultratech the sum of \$492,747.64 [REDACTED], until such amount is fully paid.

Third Omnibus Objection

11. Pursuant to the Third Omnibus Objection, it is my understanding that the Debtors seek an order reducing Claim No. 12216 (the "Filed Claim"), filed by Ultratech against Delphi Automotive Systems, LLC ("Delphi Automotive"), from \$482,289.98 to \$406,427.64. Ultratech opposes such request for the reasons set forth below.

12. The Debtors seek to reduce the Filed Claim to \$406,427.64 (i.e., the Scheduled Amount), on the basis that the Filed Claim is "Subject to Modification."

13. I believe that the Third Omnibus Objection is unclear as to the grounds for the objection and provides no support or documentation for reducing the Filed Claim to the Scheduled Amount. [REDACTED]

14. Based on the Filed Claim and the invoices submitted in support therof, Ultratech submits that it is owed the sum of \$492,747.64 [REDACTED]

15. [REDACTED]

16. Until then, the Filed Claim should not be reduced or disallowed.

I declare under penalty of perjury under the laws of the United States of America
that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct
EXECUTED this 16th day of November 2006, at San Jose, California.

/s/
BRUCE WRIGHT